

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
  
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RCN CORPORATION, et al., : Cause No. 04-13638
  
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Debtors. : (Jointly Administered)
  
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**NOTICE OF STATUS AS A SUBSTANTIAL EQUITY HOLDER**<sup>1</sup>

PLEASE TAKE NOTICE that HM4 RCN Partners is/has become a Substantial Equityholder with respect to the common or preferred stock (the “Stock”) of RCN Corporation (“RCN”), a debtor and debtor-in-possession in Case No. 04-13638 pending in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

PLEASE TAKE FURTHER NOTICE that, as of March 31, 2004, HM4 RCN Partners beneficially owns shares of the Stock of RCN. The following table sets forth the date(s) on which HM4 RCN Partners acquired or otherwise became the beneficial owner of such Stock:<sup>1</sup>

ISSUED TO	CLASS OF STOCK	CERTIFICATE NO.	NO. OF SHARES	DATE OF ISSUE
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	1	250,000	4/7/99
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	2	4,083	6/30/99
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	3	4,446	9/30/99
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	4	4,524	12/31/99
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	5	4,603	3/31/00
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	6	4,684	6/30/00

<sup>1</sup> For purposes of this notice: (A) “Substantial Equityholder” means any person or entity that has beneficial ownership of (i) at least 5 million shares of the common stock of RCN, or (ii) any shares of preferred stock of RCN; (B) “beneficial ownership” of equity interests includes (i) direct or indirect ownership (e.g., a holding company would be considered to beneficially own or acquire all equity interests owned or acquired by its subsidiaries), (ii) ownership by any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of an equity interest, (iii) ownership by such holder’s family members and (iv) ownership of an equity interest which such holder has an option to acquire; and (C) an “option” to acquire an equity interest includes any contingent purchase, warrant, convertible debt or equity, put, equity interest subject to risk of forfeiture, contract to acquire equity interest or similar interest, in each case, regardless of whether such interest or right is contingent or otherwise not currently exercisable.

<b>ISSUED TO</b>	<b>CLASS OF STOCK</b>	<b>CERTIFICATE NO.</b>	<b>NO. OF SHARES</b>	<b>DATE OF ISSUE</b>
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	7	4,766	9/30/00
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	8	4,849	12/31/00
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	9	4,934	3/31/01
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	10	5,021	6/30/01
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	11	5,108	9/30/01
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	12	5,198	12/31/01
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	13	5,289	3/31/02
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	14	5,381	6/30/02
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	15	5,476	9/30/02
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	16	5,571	12/31/02
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	17	5,669	3/31/03
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	18	5,768	6/30/03
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	19	5,869	9/30/03
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	20	5,972	12/31/03
HM4 RCN Partners	Series A 7% Senior Convertible Preferred Stock	21	6,076	3/31/04

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of HM4 RCN Partners is 75-2812408.

PLEASE TAKE FURTHER NOTICE that HM4 RCN Partners hereby declares that it has examined this notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this notice and any attachments which purport to be part of this notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain Final Order Under 11 U.S.C. §§ 105, 362 and 541 Establishing Notice And Hearing Procedures For Trading In Equity Interest, this notice is being

(A) filed with the Court, Alexander Hamilton Custom House, One Bowling Green, New York, NY 10004-1408; and

(B) served upon (i) the Debtors, RCN Corporation, 105 Carnegie Center, Princeton, NJ 08540, Attn. General Counsel (ii) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Debtors, 4 Times Square, New York, NY, 10036-6522, Attn. Jay M.

Goffman, Esq., and (iii) Skadden, Arps, Slate, Meagher & Flom LLP, counsel to the Debtors, 333 West Wacker Drive, Chicago, IL 60606-1285, Attn: Maxwell M. Miller, Esq.

DATED this 9<sup>th</sup> day of July, 2004.

Respectfully submitted,

HM4 RCN Partners\*

By: /s/ MICHAEL D. WARNER  
Michael D. Warner (MW-3381)  
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Counsel for HM4 RCN Partners

\* HM4 RCN Partners is a general partnership of which the limited partners are HM4 RCN Qualified Fund, L.P., HM4 RCN Private Fund, L.P., and HM4 RCN Coinvestors, L.P., each a limited partnership of which the sole general partner is Hicks, Muse GP Partners IV, L.P., a limited partnership of which the sole general partner is Hicks, Muse Fund IV LLC.